

B Y L A W S

of

TOLEDO BUSINESS AND PROFESSIONAL WOMEN'S CLUB

Revised to include amendments to  
Ohio and National Federation Bylaws  
and Toledo Club Bylaws as of

January 9, 1973

ARTICLE I

Name

The name of this club shall be the Toledo Business and Professional Women's Club of Toledo, Ohio.

ARTICLE II

Objectives

The objectives of this club shall be:

- To elevate the standards for women in business and in the professions;
- To promote the interest of business and professional women;
- To bring about a spirit of cooperation among business and professional of the United States;
- To extend opportunities to business and professional women through education along lines of industrial, scientific, and vocational activities.

ARTICLE III

Emblem

The emblem shall be in the form of a circle in which the symbols of the Nike, Scroll, Torch, Wand, and Ship of Commerce are imposed above the initials NFBPWC.

ARTICLE IV

Policies

Section 1. This club shall be nonsectarian, nonpartisan and nonprofit.

Section 2. The policies and procedures of the State and National Federations as applicable shall in every case also be the policies and procedures of this club.

ARTICLE V

Membership

Section 1. Membership in this club shall be held by

- (a) Women actively engaged\* in business or in the professions.
- (b) Retired women who became members while actively engaged, and provided dues have been paid for each year since retirement.

Section 2. Membership in this club shall be all inclusive for membership in the

- (a) Ohio Federation of Business and Professional Women's Clubs.
- (b) The National Federation of Business and Professional Women's Clubs, Inc.
- (c) International Federation of Business and Professional Women.

Section 3. A member, in good standing may request transfer from one club to another.

Section 4. Any member in good standing may propose a person for membership. Recommendations for membership must be presented to the Membership Committee on the approved form, endorsed by two (2) members who know the applicant, one of whom shall have been a member in good standing for one year. Recommendations shall be presented to the Board of Directors by the Membership Committee and voted on at a special meeting or the next regular meeting of the Board of Directors by ballot. Seven (7) affirmative votes shall elect. The Membership Committee shall send a letter of invitation to the prospective member, enclosing an application form. Upon receipt by the treasurer of the application form, accompanied by the dues, the name shall be placed upon the membership roll.

\*according to the Federation Handbook of Policies and Procedures.

## ARTICLE VI

### Club Requirements

This club to remain in good standing,

- (a) shall maintain a membership of at least ten (10) members, 75 percent of whom are actively engaged
- (b) shall not be an integral part of any other national organization and
- (c) shall insure that the club bylaws are current and not in conflict with State and National bylaws and policies.

## ARTICLE VII

### Dues

Section 1. Dues are payable upon acceptance to membership and thereafter, annually on June 1.

Section 2. The club shall remit an additional twenty-five cents (25¢) for each continuing member whose dues have not been post marked on or before July 1st to the State Executive Office.

Section 3. The annual dues for each member shall be \$20.00. The dues shall include club dues of \$10.75, State dues of \$3.25 and National dues of \$6.00. The State dues shall include a subscription to the state official publication, five cents (5¢) for the Retirement Living Centers Reserve Account and a gift of five cents (5¢) to the Florence Allen Scholarship Fund. Annual National dues shall include a subscription to the official magazine, twenty-eight cents (28¢) for International Federation dues, and a gift of fifty cents (50¢) to the

Business and Professional Women's Foundation. Ten percent of the annual National dues shall be used for a Funded Reserve for the maintenance, preservation, and/or expansion of the National headquarters.

Section 4. Dues for members admitted to membership between January 1 and May 31 shall be \$12.00. The dues shall include club dues of \$7.35, State dues of \$1.65, and National dues of \$3.00. The State dues shall include a subscription to the state official publication, five cents (5¢) for the Retirement Living Centers Reserve Account, and a gift of five cents (5¢) to the Florence Allen Scholarship Fund. National dues shall include a subscription to the official magazine, twenty-eight (28¢) for the International Federation dues, and a gift of twenty-five cents (25¢) to the Business and Professional Women's Foundation. Ten percent of the National dues shall be used for a Funded Reserve for the maintenance, preservation, and/or expansion of the National headquarters.

Section 5. Each club shall pay annual National convention dues:

Less than 100 members	\$3.00
100 - 299 members	6.00
300 - 499 members	9.00
500 - 699 members	12.00
700 and over	15.00

National Convention dues shall accompany the club's first annual remittance of dues and shall be based on the final membership figures for each fiscal year as recorded in the National Executive Offices.

Section 6. A continuing member is one whose dues are paid in the same club through the close of the previous fiscal year.

Section 7. A member is in good standing only when Club, State and National dues are paid. A member who resigns from membership may be reinstated, within the same fiscal year, by an affirmative vote of seven members of the Board of Directors.

Section 8. When dues of continuing members are not paid to the club treasurer within three months from June 1, the due date, she shall be considered in arrears and subject to immediate suspension. The member shall be notified of her suspension. Reinstatement of such members may be effected as provided in the bylaws, ARTICLE VII, Section 7.

## ARTICLE VIII

### Fiscal Responsibility

Section 1. The fiscal year shall commence on the 1st day of June and shall end on the 31st day of May.

Section 2. An Auditing Committee, consisting of three members appointed by the Board of Directors in September, shall audit the financial accounts of this club semi-annually and report annually.

## ARTICLE IX

### Officers

Section 1. The officers of the club shall be a President, a First Vice-President,

a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a treasurer.

Section 2. Only members actively engaged in business or in the professions, who are members in good standing, shall be eligible for office.

Section 3. The officers shall be elected from and by the Board of Directors.

Section 4. No officer shall serve more than one year in the same office to which she has been elected, except that the Treasurer may be re-elected.

## ARTICLE X

### Board of Directors

Section 1. The Board of Directors shall consist of twelve members duly elected by the club.

Section 2. Only members actively engaged in business or in the professions shall be eligible.

## ARTICLE XI

### Nominations and Elections

Section 1. The newly constituted Board of Directors shall meet in April, following their election, to nominate and elect by ballot from its own members, the officers of the club who shall continue in office for one year, except the treasurer, who may be re-elected. An officer shall not be eligible for election to the same office for more than one year, except the treasurer. They shall assume their duties immediately following installation.

Section 2. A Nominating Committee shall consist of five members; two from the Board of Directors and three from the club at large.

- (a) At the first regular meeting of the club in March this committee shall present the names of twelve candidates for election to the Board of Directors. Nominations may also be made from the floor. Any member of the Nominating Committee shall resign from the committee when becoming a candidate for election to the Board of Directors.
- (b) At the <sup>first</sup> regular meeting in April a ballot listing the names of twelve candidates presented by the Nominating Committee shall be submitted, six of whom shall be voted for by the club members in good standing. The six receiving the greatest number of votes shall be duly elected for two years. These six, together with six members elected the preceding year, shall constitute the Board of Directors.
- (c) Absentee ballots are acceptable according to the rules as reported by the election Committee.

Section 3. A Board vacancy is deemed to exist when a member is absent from three consecutive regular Board meetings. Vacancies on the Board of Directors shall be filled for the unexpired term by election by ballot from three candidates nominated by the club. And voting shall take place at the next regular club meeting following written notification to all members.

Section 4. A member may serve on the Board of Directors for a term of two years with one year elapsing before she is again eligible for election.

Section 5. Six months or more shall be considered a term of office in determining eligibility for re-election.

## ARTICLE XII

### Duties of Officers

Section 1. The Duties of the officers shall be such as are implied by their respective titles and such as are specified in these by-laws. Each officer shall keep accurate records of her work to be transferred to her successor upon expiration of her term of office. The annual written reports of all officers of this club shall be filed with the recording secretary and become a permanent record of the club.

Section 2. The President shall:

- Preside at all meetings of the club and of the Board of Directors.
- Appoint the chairmen of standing and special committees subject to the ratification of the Board of Directors.
- Serve as ex-officio member of all committees except the Nominating Committee.
- Read or have read to the club all communications from the State Federation and National Federation which the Board of Directors deems to be of interest to the members.
- She shall sign all vouchers upon the treasurer.
- Be responsible for sending to the Executive Office of the State Federation;

1. the names and addresses of all officers and chairmen immediately following their election or appointment;
2. the names and addresses of all delegates and alternates elected by the club to the annual State and National Conventions.
3. report immediately all changes affecting items 1 and 2.

Section 3. (a) The First Vice-President shall perform the duties of the president in her absence and shall act in an advisory capacity to the President. In case of the death or resignation of the president, she shall become president for the unexpired term.

(b) The Second Vice President shall perform the duties of the president and the first vice president in their absence and shall act in an advisory capacity to the president. In case of the death or resignation of both the president and the first vice president, she shall become president for the unexpired term.

Section 4. The Recording Secretary shall:

- Take and record accurate minutes of the proceedings of all meetings of the club and of the Board of Directors.
- Keep a list of the name, addresses, and occupations of all members.
- Preserve in a permanent file, all records and letters of value to the club and its officers, to be transferred to her successor upon the expiration of her term of office.

Section 5. The Corresponding Secretary Shall:  
Conduct the correspondence of the club.

Section 6. The Treasurer shall:  
Collect all dues and receive all money belonging to the club and shall deposit same in a bank selected by the Board of Directors;  
Give bond if required and shall render reports at all meetings of the Board of Directors;  
Make a full report at the Annual Meeting;  
Report thereon at all regular meetings;  
Pay all bills upon the written authorization of the president;  
Keep an itemized record, in a permanent file, of all receipts and expenditures and give a written report of the same at frequent intervals;  
Forward promptly to the Executive Office of the State Federation all dues and monies payable to the State and National Federations;  
Forward state and national dues and monies to the Executive Office of the State Federation for new members, immediately after they have been admitted to the club;  
Serve as ex-officio member of the finance committee;  
Turn over to her successor, within 15 days of vacating office, all money, vouchers, books, records, and papers of the club, together with supplemental reports attested by the Auditing Committee covering all transactions for the period of the fiscal year, and shall receive a receipt therefor.

### ARTICLE XIII

#### Duties of the Board of Directors

Section 1. It shall be the duty of the Board of Directors to conduct the affairs of the club in accordance with the by-laws and the policies adopted by the club from time to time. It shall transact the general business and have the power to suggest and outline new policies subject to the approval of the club.

Section 2. It shall be the duty of the Board of Directors to approve prospective members as submitted by the Membership Committee. It shall pass on all applications for membership as provided in these by-laws.

Section 3. It shall be the duty of the Board of Directors to suspend or expel any members of the club for conduct unbecoming an officer or member.

Section 4. It shall be the duty of the Board of Directors to appoint in September the trustees of the Daisy B. Scott Scholarship Fund of the Business and Professional Women's Club of Toledo, Ohio. One trustee shall be appointed each year to serve for a period of three years. Each trustee shall act as Chairman during her third year.

Section 5. It shall be the duty of the Board of Directors to report at each annual meeting the business transacted by the Board of Directors during the club year.

Section 6. It shall be the duty of the Board of Directors to nominate and to elect by ballot at their regular meeting in December of each year, a Nominating Committee of five members, which shall consist of two from the Board of Directors and three from the club at large.

## ARTICLE XIV

### Meetings

Section 1. The regular meetings of the club shall be held on the second and fourth Tuesdays of each month, September through June, except there shall be only one meeting in December. The meetings through July and August shall be at the discretion of the Board of Directors.

Section 2. Special meetings may be called by the President of the club, or by the Board of Directors, or by written request of any ten members of the club provided the entire membership has been notified by mail ten days prior of the date and place of such a meeting. The call for a special meeting must state the business to be transacted and no business shall be transacted except that stated in the call.

## ARTICLE XV

### Quorum

Section 1. One fifth of the members of the club shall constitute a quorum at any regular meeting, and one third of the members shall constitute a quorum at any special meeting.

Section 2. Seven Members of the Board of Directors shall constitute a quorum for that body.

## ARTICLE XVI

### Standing Committees

Section 1. The standing committees of the club shall be finance, <sup>federation &</sup> foundation <sup>promotion,</sup> legislation, membership, program, public relations, and young careerist.

Section 2. Committee chairmen and members shall be appointed for a term of one year and may be reappointed.

Section 3. The finance committee shall be composed of a chairman and at least 2 members. It shall be the duty of the finance committee to prepare an annual budget for the club, to have general supervision of all expenditures, and to assist the club in developing a sound financial policy. The finance chairman shall be a member ex-officio, without vote, of all committees which disburse money.

Section 4. <sup>federation & promotion</sup> The <sup>Federation objectives and</sup> foundation/chairman shall promote interest in and support of State/ the National Business and Professional Women's Foundation.

Section 5. The legislation committee shall be composed of a chairman and at least 2 members. It shall be the duty of the legislation Committee to carry out the legislative programs adopted by the State and National Federations. The committee shall study local legislative needs in order to make recommendations to the club.

Section 6. The membership committee shall be composed of a chairman and at least 2 members. It shall be the duty of the membership committee to promote, expand, stabilize, and orient the membership. The membership committee shall consider each person proposed for membership and then report to the Board of Directors on each person recommended.

Section 7. The program committee shall be composed of a chairman and at least 2 members. It shall be the duty of the program committee to plan and implement a well-coordinated annual program based on Federation objectives. The committee shall meet immediately after appointment to consider the annual program suggested by State and National Federations and develop a club program which shall involve all areas of club activities. The program chairman shall present the annual program to the Board of Directors for approval.

Section 8. The public relations committee shall be composed of a chairman and at least 2 members. It shall be the duty of the public relations committee to present National, State and local programs and activities through available news media.

Section 9. The young careerist chairman shall coordinate programs and activities for young women.

## ARTICLE XVII

### Representation

Section 1. This club shall be entitled to one delegate and one alternate for each ten members or major fraction thereof, to the convention of the Ohio Federation of Business and Professional Women's Clubs.

Section 2. The club shall have representation at the annual convention of the National Federation, apportioned as follows:

Less than 100 members	one delegate
100 - 299 members	two delegates
200 - 499 members	three delegates
500 - 699 members	four delegates
700 and over	five delegates

Section 3. Each club delegate to the National Convention shall be entitled to an alternate.

Section 4. Representation at State and National Conventions shall be by delegates actively engaged in business or in the professions.

Section 5. No delegate to a State or National Convention shall have more than one vote, and no voting by proxy shall be allowed.

Section 6. Delegates and alternates to State and National Conventions shall be elected by a majority vote of those present....

## ARTICLE XVIII

### Parliamentary Procedure

"Robert's Rules of Order, Newly Revised", shall govern this club in all cases to which they are applicable and insofar as they are not inconsistent with these by-laws, the state federations's by-laws, or the by-laws of the National Federation of Business and Professional Women's Clubs, Inc.



## ARTICLE XIX

### Amendments

Section 1. Amendments to these bylaws may be proposed by the Board of Directors or a bylaws committee.

Section 2. All proposed amendments shall be sent in writing to every member at least ten (10) days before they are to be voted upon.

Section 3. All proposed amendments shall be presented to the board of directors prior to presentation to the club.

Section 4. These bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting.

Section 5. The final adoption by the club of amendments to or revisions of these bylaws shall be contingent upon the approval of the State Bylaws Chairman and the State President.

Section 6. When an amendment is adopted to the National or State Bylaws which affects club bylaws, the club shall automatically amend its bylaws to conform..

Any conflict shall be resolved in accordance with State and National Federation policy and procedure.

## ARTICLE XX

### Rules of Procedure

Section 1. All standing rules and operating procedures not provided for in these bylaws shall be incorporated into a "Procedure Manual" approved by the Board of Directors, and members of this club.

Section 2. Changes or revisions to the "Procedure Manual" may be proposed at any meeting of the Board of Directors, or at any regular meeting of the club.

## ARTICLE XXI

### Discipline

In the event a member is charged and found guilty of conduct prejudicial to the welfare of the club, of deliberate neglect of duty, or of intentional violation of club bylaws, she may be removed from a club office or appointment by a two-thirds vote of the Board of Directors at a meeting duly called for that purpose by the president or any seven members of the Board of Directors provided the accused member shall be given at least 15 days written notice of the charge and an opportunity for a hearing before the Board of Directors.